

PETROHAWK ENERGY CORP

Form 8-K

February 09, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**  
**Date of Report (date of earliest event reported): February 3, 2006**  
**PETROHAWK ENERGY CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**000-25717**  
**(Commission File Number)**

**86-0876964**  
**(I.R.S. Employer**  
**Identification No.)**

**1100 Louisiana, Suite 4400**  
**Houston, Texas**  
**(Address of principal executive offices)**

**77002**  
**(Zip Code)**

**Registrant's telephone number, including area code: (832) 204-2700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Purchase and Sale Agreement

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**Item 1.01 Entry into a Material Definitive Agreement**

On February 3, 2006, Petrohawk Energy Corporation and its wholly owned subsidiary Petrohawk Properties, LP (collectively Petrohawk ) entered into a Purchase and Sale Agreement with Northstar GOM, LLC ( Buyer ) pursuant to which Petrohawk agreed to sell certain interests in oil and gas properties and related assets located in the Gulf of Mexico federal waters to Buyer. Total consideration for transaction will be in the form of cash and in the amount of Fifty Two Million Five Hundred Thousand and 00/100 Dollars (\$52,500,000), subject to certain adjustments set forth more fully in the agreement, and has an effective date of January 1, 2006. The purchase and sale agreement contains customary representations and warranties and covenants for a transaction of this type and is attached to this Form 8-K as Exhibit 2.1.

The transactions contemplated by the agreement are expected to close in March, 2006. The foregoing descriptions of the purchase and sale agreement and the transactions contemplated thereby do not purport to be complete and are qualified in their entirety by reference to Exhibit 2.1 attached to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

2.1 Purchase and Sale Agreement dated February 3, 2006 between Petrohawk Energy Corporation, Petrohawk Properties, LP, together as seller, and Northstar GOM, LLC, as buyer.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PETROHAWK ENERGY CORPORATION

By /s/ Shane M. Bayless

Executive Vice President- Chief  
Financial Officer and Treasurer

Date: February 9, 2006

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**EXHIBIT INDEX**

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